

EXHIBIT E

<DOCUMENT>

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FILED PURSUANT TO RULE 424(B) (5)
REGISTRATION NOS. 333-44100 AND 333-44100-01

PROSPECTUS SUPPLEMENT

FEBRUARY 15, 2001

(TO PROSPECTUS DATED SEPTEMBER 18, 2000)

\$2,000,000,000

TYCO INTERNATIONAL GROUP S.A.

\$1,000,000,000 6.375% NOTES DUE 2006

\$1,000,000,000 6.750% NOTES DUE 2011

FULLY AND UNCONDITIONALLY GUARANTEED BY

[LOGO]

Our 6.375% notes due 2006 will mature on February 15, 2006 and our 6.750% notes due 2011 will mature on February 15, 2011. Interest on the notes is payable on February 15 and August 15 of each year, beginning August 15, 2001.

We may redeem the notes prior to maturity, in whole or in part, at a redemption price equal to the greater of the principal amount of the applicable series of notes and the make-whole price described under "Description of the Notes and the Guarantees" in this prospectus supplement, plus, in each case, accrued and unpaid interest. We do not intend to list the notes on any securities exchange.

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PROCEED
BEFOR
EXPENSES
US

PRICE TO
PUBLIC(1)

UNDERWRITING
DISCOUNTS

| | | | |
|-----------------------|-----------------|--------------|------------|
| Per 2006 Note..... | 99.674% | 0.60% | 9 |
| 2006 Notes Total..... | \$ 996,740,000 | \$ 6,000,000 | \$ 990,74 |
| Per 2011 Note..... | 99.787% | 0.65% | 9 |
| 2011 Notes Total..... | \$ 997,870,000 | \$ 6,500,000 | \$ 991,37 |
| Total..... | \$1,994,610,000 | \$12,500,000 | \$1,982,11 |

</TABLE>

Plus accrued interest from February 21, 2001, if settlement occurs after that date.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The notes will be ready for delivery in book-entry form only through The Depository Trust Company against payment in New York, New York on or about February 21, 2001.

JOINT BOOK-RUNNING MANAGERS

Banc of America Securities LLC

Lehman Brothers

CO-MANAGERS

Credit Suisse First Boston

Merrill Lynch & Co.

JPMorgan

Salomon Smith Barney

First Union Securities, Inc.

Fleet Securities, Inc.

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McDonald Investments
A KeyCorp
Company

SG Cowen

Scotia Capital

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YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS OR TO WHICH WE HAVE REFERRED YOU. THE COMPANY AND TYCO HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH DIFFERENT INFORMATION. YOU SHOULD NOT ASSUME THAT THE INFORMATION IN THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS IS ACCURATE AS OF ANY DATE OTHER THAN THE DATE ON THE FRONT OF THOSE DOCUMENTS.

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WHERE YOU CAN FIND MORE INFORMATION

Tyco files annual, quarterly and special reports, proxy statements and other information with the SEC under the Securities Exchange Act of 1934. You may read and copy this information at the following locations of the SEC:

<TABLE>

| | | |
|------------------------|----------------------------|-------------------------|
| <S> | <C> | <C> |
| Public Reference Room | North East Regional Office | Midwest Regional Office |
| 450 Fifth Street, N.W. | 7 World Trade Center | 500 West Madison Street |
| Room 1024 | Suite 1300 | Suite 1400 |
| Washington, D.C. 20549 | New York, New York 10048 | Chicago, Illinois 60661 |
| </TABLE> | | |

You may also obtain copies of this information by mail from the Public Reference Section of the SEC, 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549, at prescribed rates.

The SEC also maintains a web site that contains reports, proxy statements and other information about issuers, like Tyco, who file electronically with the SEC. The address of that site is www.sec.gov.

You can also inspect reports, proxy statements and other information about Tyco at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

The Company and Tyco "incorporate by reference" information into this prospectus supplement and the accompanying prospectus, which means that we disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus supplement and the accompanying prospectus, except for any information superseded by information contained directly in this prospectus supplement or the accompanying prospectus. This prospectus supplement and the accompanying prospectus incorporate by reference the documents set forth below that Tyco has previously filed with the SEC. These documents contain important information about the Company and Tyco and their finances.

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TYCO SEC FILINGS (FILE NO. 001-13836)

PERIOD

<S>

Annual Report on Form 10-K.....

<C>

Fiscal year ended September 30, 2000

Quarterly Report on Form 10-Q.....

Quarterly period ended December 31, 2000

Current Reports on Form 8-K.....

Filed on November 1, 2000, November 15, 2000
and February 9, 2001.

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All documents filed by Tyco with the SEC from the date of this prospectus supplement to the end of the offering of the notes and guarantees under this prospectus supplement and the accompanying prospectus shall also be deemed to be incorporated herein by reference.

You may request a copy of these filings at no cost, by writing or calling Tyco at the following address or telephone number:

Tyco International Ltd.
The Zurich Centre, Second Floor
90 Pitts Bay Road
Pembroke HM 08, Bermuda
(441) 292-8674

Exhibits to the filings will not be sent, however, unless those exhibits have specifically been incorporated by reference in this prospectus supplement and the accompanying prospectus.

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FORWARD LOOKING INFORMATION

Certain statements contained or incorporated by reference in this prospectus supplement and the accompanying prospectus are "forward looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. All forward looking statements involve risks and uncertainties. In particular, any statement contained in this prospectus supplement, in the accompanying prospectus or in any document incorporated by reference in this prospectus supplement or the accompanying prospectus, regarding the consummation and benefits of future acquisitions, as well as expectations with respect to future sales, earnings, cash flows, operating efficiencies, product expansion, backlog, financings and share repurchases, are subject to known and unknown risks, uncertainties and contingencies, many of which are beyond the control of the Company and Tyco, which may cause actual results, performance or achievements to differ materially from anticipated results, performances or achievements. Factors that might affect such forward looking statements include, among other things:

- overall economic and business conditions;
- the demand for the goods and services of the Company and Tyco;
- competitive factors in the industries in which the Company and Tyco compete;
- changes in government regulation;
- changes in tax requirements (including tax rate changes, new tax laws and revised tax law interpretations);
- results of litigation;
- interest rate fluctuations and other capital market conditions, including

foreign currency rate fluctuations;

- economic and political conditions in international markets, including governmental changes and restrictions on the ability to transfer capital across borders;
- the ability to achieve anticipated synergies and other cost savings in connection with acquisitions;
- the timing, impact and other uncertainties of future acquisitions by Tyco; and
- the timing of construction and the successful operation of the TyCom Global Network by Tyco's majority owned subsidiary, TyCom Ltd.

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TYCO

Tyco is a diversified manufacturing and service company that, through its subsidiaries:

- designs, manufactures and distributes electrical and electronic components and multi-layer printed circuit boards;
- designs, engineers, manufactures, installs, operates and maintains undersea cable communications systems;
- designs, manufactures and distributes disposable medical supplies and other specialty products;
- designs, manufactures, installs and services fire detection and suppression systems and installs, monitors and maintains electronic security systems; and
- designs, manufactures and distributes flow control products and provides environmental consulting services.

Tyco operates in more than 100 countries around the world and had revenues for its fiscal year ended September 30, 2000 and for its quarter ended December 31, 2000 of \$28.9 billion and \$8.0 billion, respectively.

Tyco's strategy is to be the low-cost, high-quality producer and provider in each of its markets. It promotes its leadership position by investing in existing businesses, developing new markets and acquiring complementary businesses and products. Combining the strengths of its existing operations and its business acquisitions, Tyco seeks to enhance shareholder value through increased earnings per share and strong cash flows.

Tyco reviews acquisition opportunities in the ordinary course of business, some of which may be material and some of which are currently under investigation, discussion or negotiation. There can be no assurance that any of such acquisitions will be consummated.

Tyco's common shares are listed on the New York Stock Exchange and the Bermuda Stock Exchange under the symbol "TYC" and on the London Stock Exchange under the symbol "TYI."

Tyco is a Bermuda company whose registered and principal executive offices are located at The Zurich Centre, Second Floor, 90 Pitts Bay Road, Pembroke HM Bermuda, and its telephone number is (441) 292-8674. The executive offices of Tyco's principal United States subsidiaries are located at One Tyco Park, Exeter, New Hampshire 03833. The telephone number there is (603) 778-9700.

For additional information regarding the business of Tyco, please see Tyco's Form 10-K for the fiscal year ended September 30, 2000 and other filings of Tyco with the SEC which are incorporated by reference into this prospectus supplement and the accompanying prospectus. See "Where You Can Find More Information" in this prospectus supplement.

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THE COMPANY

Tyco International Group S.A., a Luxembourg company, was formed as a Luxembourg corporation on March 30, 1998, as a wholly-owned subsidiary of Tyco. The registered and principal offices of the Company are located at 6, avenue Emile Reuter, 2nd Floor, L-2420 Luxembourg, and its telephone number is (352) 464-340-1. The Company is a holding company whose only business is to own indirectly a substantial portion of the operating subsidiaries of Tyco and to perform treasury operations for Tyco companies. Otherwise, it conducts no independent business.

USE OF PROCEEDS

The Company estimates that the net proceeds from this offering will be approximately \$1.98 billion, after deducting underwriting discounts and certain offering expenses. The Company will use the net proceeds to repay a portion of the borrowings under its \$5.0 billion commercial paper program, which is backed by a long-term credit facility. As of February 14, 2001, there was \$2.54 billion outstanding under this program, bearing interest at a weighted average rate of 6.44% and having current maturities of up to 100 days. For more information, see "Capitalization of Tyco." Pending such application, the Company expects to invest the net proceeds from this offering in short-term, interest-bearing securities.

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RATIO OF EARNINGS TO FIXED CHARGES OF TYCO

The following table sets forth the ratio of earnings to fixed charges of Tyco for the quarter ended December 31, 2000, the fiscal years ended September 30, 2000, 1999 and 1998, the nine month transition period ended September 30, 1997 and the year ended December 31, 1996.

<TABLE>
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| | QUARTER ENDED DECEMBER 31, 2000 | YEAR ENDED SEPTEMBER 30, | | |
|--|--|--------------------------|------|------|
| | | 2000 | 1999 | 1998 |
| | | | | |
| <S> | <C> | <C> | <C> | <C> |
| Ratio of earnings to fixed charges(1) (2) (3) | 6.90 | 7.51 | 3.53 | 5.07 |

</TABLE>

- (1) For purposes of determining the ratio of earnings to fixed charges, earnings consist of income (loss) before income taxes, minority interest, extraordinary items, cumulative effect of accounting change and fixed charges. Fixed charges consist of interest on indebtedness, amortization of debt expenses and one-third of rent expense which is deemed representative of an interest factor.

- (2) On April 2, 1999, October 1, 1998, August 29, 1997 and August 27, 1997, Tyco consummated mergers with AMP Incorporated, United States Surgical Corporation, Keystone International, Inc. and Inbrand Corporation, respectively. On July 2, 1997, Tyco, formerly called ADT Limited, merged with Tyco International Ltd., a Massachusetts corporation at the time ("Former Tyco"). Each of the five merger transactions qualified for the pooling of interests method of accounting. As such, the ratios of earnings to fixed charges presented above include the effect of mergers, except that the calculation presented above for the period prior to January 1, 1997 does not include Inbrand due to immateriality.
- (3) Earnings for the quarter ended December 31, 2000, the years ended September 30, 2000, 1999 and 1998, the nine months ended September 30, 1997 and the year ended December 31, 1996 include net merger, restructuring and other non-recurring charges of \$43.1 million (of which \$25.0 million is included in cost of sales), \$176.3 million (of which \$1.0 million is included in cost of sales), \$1,035.2 million (of which \$106.4 million is included in cost of sales), \$256.9 million, \$947.9 million and \$344.1 million, respectively. Earnings also include charges for the impairment of long lived assets of \$7.4 million, \$99.0 million, \$507.5 million, \$148.4 million and \$744.7 million in the quarter ended December 31, 2000, the years ended September 30, 2000 and 1999, the nine months ended September 30, 1997 and the year ended December 31, 1996, respectively. Earnings for the three months ended December 31, 2000 also include a \$410.4 million gain on the sale of businesses. Earnings for the year ended September 30, 2000 also include a \$1.76 billion gain on the issuance of common shares by a subsidiary. Earnings for the quarter ended December 31, 2000 and the nine months ended September 30, 1997 also include a write-off of purchased in-process research and development of \$184.3 million and \$361.0 million, respectively.

On a pro forma basis, the ratio of earnings to fixed charges excluding net merger, restructuring and other non-recurring charges, charges for the impairment of long-lived assets, gain on the sale of businesses, gain on the issuance of shares by a subsidiary and the write-off of purchased in-process research and development would have been 6.23x, 6.02x, 5.82x, 5.68x, 6.81x and 5.76x for the quarter ended December 31, 2000, the fiscal years ended September 30, 2000, 1999 and 1998, the nine months ended September 30, 1997 and the year ended December 31, 1996, respectively.

- (4) In September 1997, Tyco changed its fiscal year end from December 31 to September 30. Accordingly, the nine-month transition period ended September 30, 1997 is presented.

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CAPITALIZATION OF TYCO

The following table sets forth the consolidated capitalization of Tyco at December 31, 2000:

- (1) on an actual basis;
- (2) on a pro forma basis to give effect to:
 - the issuance of \$3,035.0 million principal amount at maturity of zero coupon convertible senior debentures due 2021 for aggregate net proceeds, after deducting underwriting discounts, of approximately \$2,205.9 million; and
 - changes in amounts outstanding under the Company's \$5.0 billion commercial paper program through February 14, 2001, primarily as a result of cash payments made for acquisitions, such as Simplex Time Recorder Co., and the

repurchase of common shares, offset by the application of net proceeds from the issuance of the zero coupon convertible senior debentures due 2021; and

- (3) as adjusted to give effect to the issuance of the 2006 notes and the 2011 notes and related guarantees offered by this prospectus supplement and the application of the net proceeds from their sale.

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| | DECEMBER 31, 2000 | | |
|--|----------------------------------|------------|-----------|
| | ACTUAL | PRO FORMA | AS ADJUST |
| | (IN MILLIONS, EXCEPT SHARE DATA) | | |
| <S> | <C> | <C> | <C> |
| Loans payable and current portion of long-term debt:..... | \$ 2,134.1 | \$ 2,134.1 | \$ 2,134. |
| Long-term debt: | | | |
| Commercial paper program(1)..... | \$ 2,142.5 | \$ 2,540.4 | \$ 558. |
| Euro commercial paper program..... | 159.7 | 159.7 | 159. |
| Floating rate private placement notes due 2001..... | 499.9 | 499.9 | 499. |
| 6.5% public notes due 2001..... | 299.7 | 299.7 | 299. |
| 6.125% public notes due 2001..... | 749.5 | 749.5 | 749. |
| Floating rate euro denominated private placement notes due 2002..... | 69.8 | 69.8 | 69. |
| 6.875% private placement notes due 2002..... | 1,027.7 | 1,027.7 | 1,027. |
| 6.0% notes due 2003..... | 99.8 | 99.8 | 99. |
| 5.875% public notes due 2004..... | 398.3 | 398.3 | 398. |
| 6.375% public notes due 2004..... | 104.7 | 104.7 | 104. |
| 6.375% public notes due 2005..... | 745.1 | 745.1 | 745. |
| 6.75% notes due 2005..... | 99.7 | 99.7 | 99. |
| 6.375% public notes due 2006, offered hereby..... | -- | -- | 990. |
| 6.125% euro denominated public notes due 2007..... | 553.9 | 553.9 | 553. |
| 6.5% notes due 2007..... | 99.1 | 99.1 | 99. |
| 6.125% public notes due 2008..... | 395.6 | 395.6 | 395. |
| 7.2% notes due 2008..... | 398.9 | 398.9 | 398. |
| 7.25% senior notes due 2008..... | 8.2 | 8.2 | 8. |
| 6.125% public notes due 2009..... | 366.5 | 366.5 | 366. |
| Zero coupon Liquid Yield Option Notes ("LYONs") due 2010..... | 33.5 | 33.5 | 33. |
| 6.75% public notes due 2011, offered hereby..... | -- | -- | 991. |
| 6.3% debentures due 2011..... | 200.7 | 200.7 | 200. |
| 9.875% debentures due 2011..... | 135.4 | 135.4 | 135. |
| 7.0% debentures due 2013..... | 99.0 | 99.0 | 99. |
| 6.25% public Dealer Remarketable Securities due 2013..... | 756.7 | 756.7 | 756. |
| LYONs due 2020..... | 3,460.5 | 3,460.5 | 3,460. |
| Zero coupon convertible debentures due 2021(2)..... | -- | 2,205.9 | 2,205. |
| 9.5% public debentures due 2022..... | 49.0 | 49.0 | 49. |
| 8.0% public debentures due 2023..... | 50.0 | 50.0 | 50. |
| 7.0% public notes due 2028..... | 492.7 | 492.7 | 492. |
| 6.875% public notes due 2029..... | 781.3 | 781.3 | 781. |
| 3.5% yen denominated private placement notes due 2030..... | 259.8 | 259.8 | 259. |
| Other..... | 740.0 | 740.0 | 740. |
| Total debt..... | 15,277.2 | 17,881.0 | 17,881. |
| Less current portion..... | 2,134.1 | 2,134.1 | 2,134. |
| Total long-term debt..... | 13,143.1 | 15,746.9 | 15,746. |
| Shareholders' equity: | | | |

| | | | |
|--|------------|------------|-----------|
| Preference shares, \$1 par value, 125,000,000 authorized, none issued..... | -- | -- | -- |
| Common shares, \$0.20 par value, 2,500,000,000 shares authorized; 1,747,991,834 shares outstanding, net of 6,629,208 shares owned by subsidiaries..... | 349.6 | 349.6 | 349. |
| Capital in excess: | | | |
| Share premium..... | 5,337.0 | 5,337.0 | 5,337. |
| Contributed surplus, net of deferred compensation of \$132.1..... | 5,476.9 | 5,476.9 | 5,476. |
| Accumulated earnings..... | 9,385.3 | 9,385.3 | 9,385. |
| Accumulated other comprehensive loss..... | (164.6) | (164.6) | (164. |
| | ----- | ----- | ----- |
| Total shareholders' equity..... | 20,384.2 | 20,384.2 | 20,384. |
| | ----- | ----- | ----- |
| Total capitalization..... | \$33,527.3 | \$36,131.1 | \$36,131. |
| | ===== | ===== | ===== |

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- (1) In February 2001, the Company replaced its \$4.5 billion and \$0.5 billion revolving credit facilities with a \$3.86 billion revolving credit facility expiring on February 8, 2002 and a \$2.0 billion revolving credit facility expiring on February 8, 2006. The new revolving credit facilities have terms that are substantially similar to the facilities they replaced. Also in February 2001, the Company increased the borrowing capacity under its commercial paper program from \$4.5 billion to \$5.0 billion. The Company plans to principally use the credit facility to fully support borrowings under its commercial paper program and therefore expects these facilities to remain largely undrawn.
- (2) On February 12, 2001, the Company completed a private placement of \$3,035.0 million principal amount at maturity of zero coupon convertible senior debentures due 2021, which are guaranteed by Tyco, for aggregate net proceeds, after deducting underwriting discounts, of approximately \$2,205.9 million. Each \$1,000 principal amount at maturity debenture was issued at 74.165% of principal amount at maturity, accretes at a rate of 1.5% annually and is initially convertible into 8.6916 Tyco common shares if certain conditions are met. The initial purchaser has a 30 day option to purchase up to an additional \$455.3 million principal amount at maturity of debentures, which would give the Company additional net proceeds of approximately \$330.9 million. The Company may be required to repurchase the debentures for cash at their accreted value at the option of the holders on February 12, 2003, 2005, 2007, 2009 or 2016. If the February 12, 2003 option is exercised, the Company may elect to repurchase the debentures in cash, Tyco common shares, or some combination thereof. The Company used the net proceeds from the private placement to repay a portion of the borrowings under its \$5.0 billion commercial paper program.

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SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF TYCO(1)

The following table sets forth selected consolidated financial information of Tyco for the quarters ended December 31, 2000 and 1999, the fiscal years ended September 30, 2000, 1999 and 1998, the nine months ended September 30, 1997, and the year ended December 31, 1996. The information for the quarters ended December 31, 2000 and 1999 was derived from the unaudited Consolidated Financial Statements included in Tyco's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2000. The data presented for Tyco for the quarters ended December 31, 2000 and 1999 are unaudited and, in the opinion of Tyco's management, include all adjustments, consisting of normal recurring adjustments, necessary for the fair presentation of such data. Tyco's results

for the quarter ended December 31, 2000 are not necessarily indicative of the results to be expected for the fiscal year ending September 30, 2001. The information for Tyco for the fiscal years ended September 30, 2000, 1999 and 1998 was derived from the audited Consolidated Financial Statements included in Tyco's Annual Report on Form 10-K for the fiscal year ended September 30, 2000. The selected financial information for the nine months ended September 30, 1997 was derived from the audited Consolidated Financial Statements included in Tyco's Annual Report on Form 10-K/A filed on June 26, 2000. The selected financial information for the year ended December 31, 1996 was derived from the audited Consolidated Financial Statements included in Tyco's Current Report on Form 8-K filed on June 3, 1999.

The information should be read in conjunction with the historical financial statements and related notes contained in the annual, quarterly and other reports filed by Tyco with the SEC. See "Where You Can Find More Information" on page S-3.

<TABLE>

<CAPTION>

| | QUARTER ENDED DECEMBER 31, | | YEAR ENDED SEPTEMBER 30, | | | NI |
|---|-------------------------------|------------|-----------------------------|------------|------------|-----------|
| | 2000 (2) | 1999 (2) | 2000 (3) | 1999 (4) | 1998 (5) | SEP 19 |
| | (UNAUDITED) | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> |
| (IN MILLIONS, EXCEPT PER SHARE DATA) | | | | | | |
| CONSOLIDATED STATEMENTS OF OPERATIONS DATA: | | | | | | |
| Net sales..... | \$ 8,020.3 | \$ 6,638.8 | \$28,931.9 | \$22,496.5 | \$19,061.7 | \$ |
| Operating income..... | 1,308.9 | 1,189.0 | 5,474.4 | 2,190.8 | 1,948.1 | |
| Income (loss) from continuing operations..... | 1,009.2 | 757.2 | 4,520.1 | 1,067.7 | 1,168.6 | |
| Income (loss) from continuing operations per common share (10): | | | | | | |
| Basic..... | 0.58 | 0.45 | 2.68 | 0.65 | 0.74 | |
| Diluted..... | 0.57 | 0.44 | 2.64 | 0.64 | 0.72 | |
| Cash dividends per common share (10)..... | | | See (11) below. | | | |
| CONSOLIDATED BALANCE SHEET DATA (END OF PERIOD): | | | | | | |
| Total assets..... | \$49,757.0 | | \$40,404.3 | \$32,344.3 | \$23,440.7 | \$ |
| Long-term debt..... | 13,143.1 | | 9,461.8 | 9,109.4 | 5,424.7 | |
| Shareholders' equity..... | 20,384.2 | | 17,033.2 | 12,369.3 | 9,901.8 | |
| </TABLE> | | | | | | |

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(1) On April 2, 1999, October 1, 1998, August 29, 1997 and August 27, 1997, Tyco merged with AMP Incorporated, United States Surgical Corporation ("USSC"), Keystone International, Inc. and Inbrand Corporation, respectively. On July 2, 1997, Tyco, formerly called ADT Limited, merged with Former Tyco. These five combinations were accounted for under the pooling of interests method of accounting. As such, the consolidated financial data presented above include the effect of mergers, except for the period prior to January 1, 1997, which does not include Inbrand due to immateriality.

) Operating income in the quarter ended December 31, 2000 includes a charge of \$184.3 million for the write-off of purchased in-process research and development, a non-recurring charge of \$25.0 million, which is included in cost of sales, related to the write-up of inventory under purchase

accounting, restructuring and other non-recurring charges of \$18.1 million, and a charge of \$7.4 million for the impairment of long-lived assets. Income from continuing operations in the quarter ended

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December 31, 2000 also includes a net gain on the sale of businesses of \$410.4 million. Operating income in the quarter ended December 31, 1999 includes charges of \$99.0 million for the impairment of long-lived assets, and a net credit of \$72.6 million for merger, restructuring and other non-recurring items. See Notes 2, 6 and 7 to the Consolidated Financial Statements contained in Tyco's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2000, which is incorporated by reference in this document.

- (3) Operating income in the fiscal year ended September 30, 2000 includes a net charge of \$176.3 million, of which \$1.0 million is included in cost of sales, for restructuring and other non-recurring charges, and charges of \$99.0 million for the impairment of long-lived assets. See Notes 12 and 16 to the Consolidated Financial Statements contained in Tyco's Annual Report on Form 10-K for the fiscal year ended September 30, 2000, which is incorporated by reference in this document. Income from continuing operations for the fiscal year ended September 30, 2000 includes a one-time pre-tax gain of \$1,760.0 million related to the issuance of common shares by a subsidiary. See Note 15 to the Consolidated Financial Statements contained in Tyco's Annual Report on Form 10-K for the fiscal year ended September 30, 2000.
- (4) Operating income in the fiscal year ended September 30, 1999 includes charges of \$1,035.2 million for merger, restructuring and other non-recurring charges, of which \$106.4 million is included in cost of sales, and charges of \$507.5 million for the impairment of long-lived assets related to the mergers with USSC and AMP and AMP's profit improvement plan. See Notes 12 and 16 to the Consolidated Financial Statements contained in Tyco's Annual Report on Form 10-K for the fiscal year ended September 30, 2000.
- (5) Operating income in the fiscal year ended September 30, 1998 includes charges of \$80.5 million primarily related to costs to exit certain businesses in USSC's operations and restructuring charges of \$12.0 million related to the continuing operations of USSC. In addition, AMP recorded restructuring charges of \$185.8 million in connection with its profit improvement plan and a credit of \$21.4 million to restructuring charges representing a revision of estimates related to its 1996 restructuring activities. See Note 16 to the Consolidated Financial Statements contained in Tyco's Annual Report on Form 10-K for the fiscal year ended September 30, 2000.
- (6) In September 1997, Tyco changed its fiscal year end from December 31 to September 30. Accordingly, the nine-month transition period ended September 30, 1997 is presented.
- (7) Operating income in the nine months ended September 30, 1997 includes charges related to merger, restructuring and other non-recurring costs of \$917.8 million and impairment of long-lived assets of \$148.4 million primarily related to the mergers and integration of ADT, Former Tyco, Keystone, and Inbrand, and charges of \$24.3 million for litigation and other related costs and \$5.8 million for restructuring charges in USSC's operations. The results for the nine months ended September 30, 1997 also include a charge of \$361.0 million for the write-off of purchased in-process research and development related to the acquisition of the submarine systems business of AT&T Corp.

- (8) Prior to their respective mergers, ADT, Keystone, USSC and AMP had December 31 fiscal year ends and Former Tyco had a June 30 fiscal year end. The selected consolidated financial data have been combined using a December 31 fiscal year end for ADT, Keystone, Former Tyco, USSC and AMP for the year ended December 31, 1996.
- (9) Operating income in 1996 includes non-recurring charges of \$744.7 million related to the adoption of Statement of Financial Accounting Standards No. 121 "Accounting for the Impairment of Long-Lived Assets to be Disposed Of," \$237.3 million related principally to the restructuring of ADT's electronic security services business in the United States and the United Kingdom, \$98.0 million to exit various product lines and manufacturing operations associated with AMP's operations and \$8.8 million of fees and expenses related to ADT's acquisition of Automated Security (Holdings) plc, a United Kingdom company.
- (10) Per share amounts have been retroactively restated to give effect to the mergers with Former Tyco, Keystone, Inbrand, USSC and AMP; a 0.48133 reverse stock split (1.92532 after giving effect to the subsequent stock splits) effected on July 2, 1997; and two-for-one stock splits distributed on October 22, 1997 and October 21, 1999, both of which were effected in the form of a stock dividend.
- (11) Tyco has paid a quarterly cash dividend of \$0.0125 per common share since July 2, 1997, the date of the Former Tyco/ADT merger. Prior to the merger with ADT, Former Tyco had paid a quarterly cash dividend of \$0.0125 per share of common stock since January 1992. ADT had not paid any dividends on its common shares since 1992. USSC paid quarterly dividends of \$0.04 per share in the year ended September 30, 1998 and the nine months ended September 30, 1997 and aggregate dividends of \$0.08 per share in 1996. AMP paid dividends of \$0.27 per share in the first two quarters of the year ended September 30, 1999, \$0.26 per share in the first quarter and \$0.27 per share in the last three quarters of the year ended September 30, 1998, \$0.26 per share in each of the three quarters of the nine months ended September 30, 1997 and aggregate dividends of \$1.00 per share in 1996. The payment of dividends by Tyco in the future will depend on business conditions, Tyco's financial condition and earnings and other factors.

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DESCRIPTION OF THE NOTES AND THE GUARANTEES

The 2006 notes and the 2011 notes offered by this prospectus supplement will be issued as two separate series of debt securities under an indenture dated as of June 9, 1998, as supplemented by supplemental indentures nos. 15 and 16, among the Company, Tyco and The Bank of New York, as trustee. Information about the indenture and the general terms and provisions of the notes is contained in the accompanying prospectus under "Description of the Debt Securities and the Guarantees." The following description is subject to the detailed provisions of the indenture and the supplemental indentures, copies of which can be obtained upon request from Tyco. See "Where You Can Find More Information" in this prospectus supplement. The statements made in this section relating to the indenture, the supplemental indentures, the notes and the guarantees are summaries, do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of the indenture, the supplemental indentures, the notes and the guarantees. For a full description of the notes and the guarantees, noteholders should refer to the indenture as supplemented by the respective supplemental indentures.

GENERAL

The interest rate, aggregate principal amounts and maturity dates of each series of notes are as follows: